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EXHIBIT “A”

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

| | | |
|-----------------------------|---|---------------------------|
| <u>RICHARD KREIBICH and</u> | : | |
| <u>SUSAN KREIBICH</u> | : | CIVIL ACTION |
| | : | |
| Plaintiffs, | : | |
| vs. | : | Case No. 2:14-cv-05102-ER |
| | : | |
| PLAYA DULCE VIDA, S.A., | : | |
| HAWK OPPORTUNITY FUND, | : | |
| L.P., HAWK MANAGEMENT | : | |
| L.P., HWC, LLC, and | : | |
| DAVID CALLAN | : | |
| | : | |
| | : | |
| <u>Defendants.</u> | : | |

DECLARATION OF RICHARD KREIBICH

Pursuant to 28 U.S.C. § 1746, I, Richard Kreibich, hereby declare as follows:

1. I am a plaintiff in the above-captioned matter, together with my wife, Susan Kreibich.

2. I am personally familiar with the facts and circumstances referred to herein, as well as the facts and circumstances referred to in Plaintiffs' First Amended Complaint. If called as a witness, I could and would competently testify to the matters stated herein.

3. I respectfully submit this Declaration in support of Plaintiffs' opposition to Defendants' Motion to Dismiss Plaintiffs' First Amended Complaint.

4. In March of 2005, I was referred to David Callan through an acquaintance who is an investor in the Resort.¹

5. In December of 2005, Callan sent my wife and me a description of a proposed investment in the Resort by e-mail, including supporting spreadsheets and other documentation.

6. Callan encouraged us to take out a second mortgage in the amount of \$200,000 on our principal residence in order to purchase the Unit.

7. Callan led us to believe that we were investing in bricks-and-mortar real estate, not in preferred shares of a Costa Rican company.

8. Callan represented to us that we could expect \$15,000 per year in income from our purchase of the Unit.

9. My wife and I did not have \$1,000,000 in liquid assets at the time of the investment, and were therefore not accredited investors.

10. On February 1, 2006, at Callan's instruction, my wife and I wired a payment of \$125,000 to PDV for the down-payment on our Unit at the Resort. We were issued 15 preferred PDV shares with a purported value of \$18,333 per preferred share.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Amended Complaint.

11. On November 30, 2007, at Callan's instruction, I made payment of \$150,000 – the second of two payments for our fifteen preferred PDV shares – which was forwarded for credit to the HOF account. *See* Ex. A.

12. Attached hereto as **Exhibit A** is a Bank of America Funds Transfer Request and Authorization dated November 30, 2007 evidencing the wiring of \$150,000 "F/F/C: Hawk Opportunity Fund Acct # 7C0-103116."

13. I did not receive \$15,000 per year, or any income from the Unit.

14. In 2011, I received the Preferred Shareholder Letter from the PDV Board of Directors. I believed, based on the representations made in that letter, that PDV had not paid income distributions up to that date because unforeseen development costs resulted in a lack of income to be distributed.

15. I also believed, based upon the representations made in the Preferred Shareholder Letter, that our exchange of our preferred PDV stock for common PDV stock would increase the liquidity and value of my investment in PDV and would allow for the future availability of income distributions to PDV shareholders.

16. I was also encouraged to exchange my common PDV shares into shares of Callan's fund, HOF. I declined to do that.

17. Callan asked my wife and me repeatedly to become investors in HOF. We repeatedly declined.

18. On Callan's recommendation, in March 2011 I did exchange my 15 preferred PDV shares for 30,428 common PDV shares.

19. Attached hereto as **Exhibit B** is my copy of the February 24, 2011 PDV Exchange Offer, which was executed according to the directions on the Exchange Offer, with the original mailed to:

Paul H. Lesniak
415 McFarlan Road
Suite 200
Kennett Square, PA 19348

Ex. C.

20. In July 2011, at PDV's instruction, I remitted our fifteen shares of PDV preferred stock by mailing the certificate via United States Postal Service, certified mail and return receipt requested, to Paul Lesniak of PDV, at the same designated address in Kennett Square, Pennsylvania to which I sent our Exchange Offer form. Attached hereto as **Exhibit C** are receipts for that mailing. The reciprocal certificates for 30,428 shares of PDV common stock were not sent to me until February 2014.

21. In PDV's February 2011 Preferred Shareholder Letter, I read that common shares were valued at \$8.90 per share. Based on this representation, I believed that my investment in 30,428 shares of PDV common stock had a value of \$270,809.20.

22. In 2011 we stopped receiving any financial information or updates from Callan or PDV.

23. Between 2011 and 2014 I repeatedly and diligently sought answers from PDV representatives, including Callan, about the value of my PDV investment, about PDV's financial health, and about the status of my PDV common stock certificates which I eventually received in February 2011. I did not receive any answers during this time.

24. In May 2014, my son Justin and I had a telephone conversation with David Callan in which he told me that the current value of my investment in PDV was about half of our \$275,000 original investment. This was the first time I was made aware of the vast decline in the value of my PDV investment.

25. Between 2005 and the present, my wife and I received and made a multitude of telephone calls from and to David Callan at his offices in Pennsylvania regarding our investment in PDV, the administration of PDV, the conversion of our preferred PDV shares into common PDV stock, the value of our PDV stock, the proposed re-registration of our PDV shares as HOF shares, and all other issues arising out of and relating to our purchase of PDV stock.

26. Between 2005 and the present, my wife and I received and sent a multitude of e-mails to and from David Callan at his offices in Pennsylvania regarding our investment in PDV, the administration of PDV, the conversion of


stock, the proposed re-registration of our PDV shares as HOF shares, and all other issues arising out of and relating to our purchase of PDV stock.

27. In conjunction with our investment in PDV, we were advised to use the HOF website. We were led to believe that Defendants HOF and/or Hawk Management and/or Callan administered this website from their office in Newtown, Pennsylvania.

I hereby certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Date:

12/18/14


Richard Kreibich

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EXHIBIT “A”



Funds Transfer Request
and Authorization

| | | | | |
|--|---|---|--|--|
| Section I: Requester/Originator Information | | | | |
| Name <i>Richard Kriebach</i> | | Telephone # <i>415-899-9444</i> | | Date Wire to be Sent <i>Nov. 30. 07</i> |
| Address <i>2100 Laguna Vista Dr</i> | | City <i>Novato</i> | State <i>CA</i> | Zip <i>94945</i> |
| Customer ID Type 1. <i>DL</i> | ID# 1. <i>N929305P</i> | Issue State/Country 1. <i>CA</i> | Issue Date 1. <i>N/A</i> | Expiration Date 1. <i>05/2008</i> |
| Method of Signature Verification (If Applicable) | | | | |
| 2. | | | | |
| Section II: Associate Accepting Wire | | | | |
| Associate Name <i>J. GLESSING</i> | | Phone and Fax # <i>415-892-6097</i> | Unit Co./OC# <i>3180000675</i> | Date <i>11-30-07</i> |
| Time <i>405</i> | | Approval (required) <input checked="" type="checkbox"/> Marked Approval (if required) | | |
| Callback Required if Phone, Fax or Letter <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | Name/Number of Person Contacted | | |
| Callback Completed by: | | Date | | |
| Section III: Domestic Payment Instructions | | | | |
| Amount of Wire \$ <i>150,000.00</i> | Debit Account Type (circle one) <input checked="" type="radio"/> CHKG <input type="radio"/> SAV <input type="radio"/> ICA <input type="radio"/> GL | Serial # (For ICA/GL) or Repetitive ID# | Source <input type="checkbox"/> Fax <input checked="" type="checkbox"/> Phone <input type="checkbox"/> Letter | |
| Account to Debit <i>1180405081 CA</i> | State <i>CA</i> | Available Balance <i>\$157,206.36</i> | Account Title <i>American Family Inn</i> | <i>Richard Kriebach</i> |
| Overdraft Amount \$ | Overdraft Approved by (Name & Signature) | | Date | Wire Fee \$ <i>35</i> |
| Section IV: International Payment Instructions | | | | |
| Check here if funds must be sent as US Dollars | | | | |
| USD Amount of Wire \$ | Country | Rate | Foreign Currency Code | Foreign Currency Amount |
| Debit Account Type (circle one) <input checked="" type="radio"/> CHKG <input type="radio"/> SAV <input type="radio"/> ICA <input type="radio"/> GL | Serial # (For ICA/GL) or Repetitive ID# | FX Reference ID (If Applicable) | Source <input type="checkbox"/> Fax <input checked="" type="checkbox"/> Phone <input type="checkbox"/> Letter | |
| Account to Debit | State | Available Balance | Account Title | |
| Overdraft Amount \$ | Overdraft Approved by (Name & Signature) | | Date | Wire Fee \$ |
| Section V: Wire Information | | | | |
| Beneficiary Name <i>Pershing LLC</i> | | Beneficiary Account # OR IBAN (if IBAN, no further Beneficiary Bank information is required) <i>8900512385</i> | | |
| Beneficiary Address: Street | City <i>NY</i> | State <i>NY</i> | Country | Zip |
| Beneficiary Bank Name <i>Bank of New York</i> | | ABA # or SWIFT or National ID <i>021000018</i> | | |
| Beneficiary Bank Address: Street | | City <i>NY</i> | State <i>NY</i> | Country <i>NY</i> |
| Additional Instructions (Attention To: Phone Advice, Customer Reference, Contact Upon Arrival) <i>F/F/C: Hawk Opportunity Fund Acct# 700-103116</i> | | | | |
| Send Thru Bank/IBK (if available) | | ABA # or SWIFT or National ID | | |
| Send Thru Bank Address: Street | | City | State | Country |
| | | | | Zip |
| Section VI: Customer Approval | | | | |
| I authorize Bank of America to transfer my funds as set forth in the instructions noted herein (including debiting my account if applicable), and agree that such transfer of funds is subject to the Bank of America standard transfer agreement (see reverse side) and applicable fees. If this is a foreign currency wire transfer, I accept the conversion rate provided in Section IV, or, if no rate is entered, the rate provided by Bank of America at the time the wire transfer is sent. | | | | |
| Customer's Signature <i>R. Kriebach</i> | | Date of Request <i>Nov. 30. 07</i> | | |
| Section VII: Wire System Entry Verification | | | | |
| BAT Approval Authorization # (if applicable) | | | | |
| Wire Entered by: Name/Signature (attach BFT screen's print) <i>J. GLESSING</i> | | BFT System Time <i>18:15</i> | BFT Sequence # <i>01071130013508</i> | |
| Print: <i>J. GLESSING</i> | | Signature: <i>[Signature]</i> | | |
| Date of Entry and Verification | | Verified By Name/Signature (attach Verification Screen) | | BFT System Time |
| Print: <i>[Signature]</i> | | Signature: <i>[Signature]</i> | | |

Note: Purpose of Wire must be disclosed if sent to an OFAC blocked country. See OFAC in PRO

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EXHIBIT “B”

Playa Dulce Vida, S.A.
Arenas Del Mar Beachfront & Rainforest Resort
Manuel Antonio, Costa Rica

February 24, 2011

just copy for my info

Mr. & Mrs. Richard & Susan Kreibich
2100 Laguna Vista Drive
Novato, CA 94945 USA

Reference: Company Preferred Offering Exchange
To: Paul H. Lesniak
Corporate Secretary & General Manager, Playa Dulce Vida, S.A.

Dear Mr. Lesniak:

We, Mr. & Mrs. Richard & Susan Kreibich accept the exchange in which:

✓

I and/or my company are the owners of 15 Preferred Shares of Playa Dulce Vida, S.A.

✓

I am offer exchange from the company to exchange our 15 Preferred Shares for 30,428 shares of common stock.

I acknowledge this acceptance cannot be rescinded by either party.

Sent other one with both checked

Richard Kreibich

29
March 26, 2011
Dated


Susan Kreibich

29
3-26-2011
Dated

Please print, sign, scanned and email to plesniak@areansdelmar.com or soconitrillo@arenasdelmar.com

Then please mail the original to:
Paul H. Lesniak
415 McFarlan Road
Suite 200
Kennett Square, PA 19348

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EXHIBIT “C”

Novato Main Post Office
Novato, California
949474111
0567830586 -0098
07/21/2011 (800)275-8777 12:38:24 PM

| Sales Receipt | | |
|---------------------------------|-------------------------------|-------------|
| Product Description | Sale Unit Qty Price | Final Price |
| Photo Mlr | 1 \$1.49 | \$1.49 |
| 9x12 - RP | | |
| KENNETT SQUARE PA 19348 | | \$1.88 |
| Zone-8 First-Class | | |
| Parcel | | |
| 3.20 oz. | | |
| Expected Delivery: Mon 07/25/11 | | |
| Certified | | \$2.85 |
| Label #: | 70110470000261737554 | |
| Issue PVI: | | \$4.73 |
| Total: | <i>ADM stock certificates</i> | \$6.22 |
| Paid by: | | |
| VISA | | \$6.22 |
| Account #: | XXXXXXXXXXXX4913 | |
| Approval #: | 04609C | |
| Transaction #: | 284 | |
| 23 903470367 | | |

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